

# EXHIBIT A

Court of Common Pleas of Philadelphia County  
Trial Division

# Civil Cover Sheet

For Prothonotary Use Only (Docket Number)

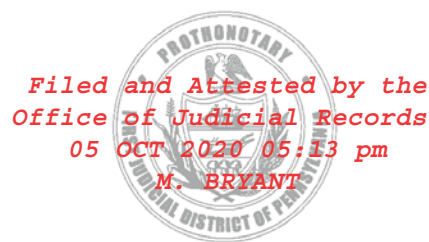
**OCTOBER 2020**

**000217**

E-Filing Number: 2010007726

PLAINTIFF'S NAME KEVIN NELSON		DEFENDANT'S NAME GOBRANDS, INC.	
PLAINTIFF'S ADDRESS 6151 NORTH WINTHROP AVENUE CHICAGO IL 60660		DEFENDANT'S ADDRESS 454 NORTH 12TH STREET PHILADELPHIA PA 19123	
PLAINTIFF'S NAME AURA NELSON		DEFENDANT'S NAME GB LOGISTICS, LLC	
PLAINTIFF'S ADDRESS 6151 NORTH WINTHROP AVENUE CHICAGO IL 60660		DEFENDANT'S ADDRESS 454 NORTH 12TH STREET PHILADELPHIA PA 19123	
PLAINTIFF'S NAME		DEFENDANT'S NAME	
PLAINTIFF'S ADDRESS		DEFENDANT'S ADDRESS	
TOTAL NUMBER OF PLAINTIFFS 2	TOTAL NUMBER OF DEFENDANTS 2	COMMENCEMENT OF ACTION <input checked="" type="checkbox"/> Complaint <input type="checkbox"/> Petition Action <input type="checkbox"/> Notice of Appeal <input type="checkbox"/> Writ of Summons <input type="checkbox"/> Transfer From Other Jurisdictions	
AMOUNT IN CONTROVERSY <input type="checkbox"/> \$50,000.00 or less <input checked="" type="checkbox"/> More than \$50,000.00	COURT PROGRAMS <input type="checkbox"/> Arbitration <input type="checkbox"/> Mass Tort <input type="checkbox"/> Commerce <input type="checkbox"/> Settlement <input type="checkbox"/> Jury <input type="checkbox"/> Savings Action <input type="checkbox"/> Minor Court Appeal <input type="checkbox"/> Minors <input type="checkbox"/> Non-Jury <input type="checkbox"/> Petition <input type="checkbox"/> Statutory Appeals <input type="checkbox"/> W/D/Survival <input checked="" type="checkbox"/> Other: <u>CLASS ACTION</u>		
CASE TYPE AND CODE C1 - CLASS ACTION			
STATUTORY BASIS FOR CAUSE OF ACTION			
RELATED PENDING CASES (LIST BY CASE CAPTION AND DOCKET NUMBER)		IS CASE SUBJECT TO COORDINATION ORDER? YES    NO	
		<b>FILED PRO PROTHY</b> <b>OCT 05 2020</b> <b>M. BRYANT</b>	
TO THE PROTHONOTARY: Kindly enter my appearance on behalf of Plaintiff/Petitioner/Appellant: <u>KEVIN NELSON , AURA NELSON</u> Papers may be served at the address set forth below.			
NAME OF PLAINTIFF'S/PETITIONER'S/APPELLANT'S ATTORNEY R ANDREW. SANTILLO		ADDRESS WINEBRAKE & SANTILLO, LLC TWINING OFFICE CENTER 715 TWING ROAD, SUITE 211 DRESHER PA 19025	
PHONE NUMBER (215) 884-2491	FAX NUMBER (215) 884-2492		
SUPREME COURT IDENTIFICATION NO. 93041		E-MAIL ADDRESS asantillo@winebrakelaw.com	
SIGNATURE OF FILING ATTORNEY OR PARTY R SANTILLO		DATE SUBMITTED Monday, October 05, 2020, 05:13 pm	

Peter Winebrake (PA Attorney No. 80496)  
R. Andrew Santillo (PA Attorney No. 93041)  
Mark J. Gottesfeld (PA Attorney No. 307752)  
WINEBRAKE & SANTILLO, LLC  
715 Twining Road, Suite 211  
Dresher, PA 19025  
Phone: (215) 884-2491



*Plaintiffs' Counsel (additional counsel listed on signature page)*

KEVIN NELSON and AURA NELSON,

Plaintiffs,

v.

GOBRANDS, INC. (d/b/a "goPuff") and  
GB LOGISTICS, LLC,

Defendants.

PHILADELPHIA COUNTY  
COURT OF COMMON PLEAS

CLASS ACTION

JURY TRIAL DEMANDED

**COMPLAINT -- CLASS ACTION**  
**10 — Contract: Other**

**NOTICE**

You have been sued in court. If you wish to defend against the claims set forth in the following pages, you must take action within twenty (20) days after the complaint and notice are served, by entering a written appearance personally or by attorney and filing in writing with the court your defenses or objections to the claims set forth against you. You are warned that if you fail to do so the case may proceed without you and a judgment may be entered against you by the court without further notice for any money claimed in the complaint or for any other claim or relief requested by the plaintiff. You may lose money or property or other rights important to you.

YOU SHOULD TAKE THIS PAPER TO YOUR LAWYER AT ONCE. IF YOU DO NOT HAVE A LAWYER OR CANNOT AFFORD ONE, GO TO OR TELEPHONE THE OFFICE SET FORTH BELOW TO FIND OUT WHERE YOU CAN GET LEGAL HELP.

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Lawyer Referral and Information Service  
1101 Market Street, 11th Floor  
Philadelphia, Pennsylvania 19107  
(215) 238-1701

**AVISO**

Le han demandado a usted en la corte. Si usted quiere defenderse de estas demandas expuestas en las paginas siguientes, usted tiene veinte (20) dias de plazo al partir de la fecha de la demanda y la notification. Hace falta asentar una comparencia escrita o en persona o con un abogado y entregar a la corte en forma escrita sus defenses o sus objeciones a las demandas en contra de su persona. Sea avisado que si usted no se defiende, la corte tomara medidas y puede continuar la demanda en contra suya sin previo aviso o notification. Ademas, la corte puede decidira favor del demandante y requiere que usted cumpla con todas las provisiones de esta demanda. Usted puede perder dinero o sus propiedades u otros derechos importantes para usted.

LLEVE ESTA DEMANDA A UN ABOGADO INMEDIATA-MENTE SI NO TIENE ABOGADO O SI NO TIENE EL DINERO SUFFICIENTE DE PAGAR TAL SERVICIO, VAYA EN PERSONA O LLAME POR TELEFONO A LA OFICINA CUYA DIRECCION SE ENCUENTRA ESCRITA ABAJO PARA AVERIGUAR DONDE SE PUEDE CONSEGUIR ASISTENCIA LEGAL.

ASOCIACION DE LICENCIADOS DE  
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Servicio De Referencia E Informacion Legal  
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(215) 238-1701

Plaintiffs Kevin Nelson and Aura Nelson (collectively “Plaintiffs”) bring this class action lawsuit against Defendants Gobrand, Inc. (d/b/a “goPuff”) and GB Logistics, LLC (collectively “Defendants”), seeking all available relief under the Illinois Wage Payment and Collection Act (“IWPCA”), 820 ILCS 115/1, et seq. and the Illinois Minimum Wage Law (“IMWL”) 820 ILCS 105/1, et seq.

### **PARTIES**

1. Plaintiff Kevin Nelson is an individual who resides at 6151 North Winthrop Avenue, Chicago, Illinois.
2. Plaintiff Aura Nelson is an individual who resides at 6151 North Winthrop Avenue, Chicago, Illinois.
3. Defendant Gobrand, Inc. (d/b/a “goPuff”) is a corporation registered to do business in the Commonwealth of Pennsylvania.
4. Defendant GB Logistics, LLC is a corporate entity registered to do business in the Commonwealth of Pennsylvania.

### **JURISDICTION AND VENUE**

5. This Court has personal jurisdiction over Defendants.
6. Venue in this Court is proper because, inter alia, Defendants’ corporate headquarters and principal place of business is located in Philadelphia, Pennsylvania.

### **FACTS**

7. According to their official website, Defendants “deliver[] everyday needs, from cleaning supplies and groceries to snacks, drinks & electronics straight from our local facility to your door.” See <https://gopuff.com/home> (last accessed Oct. 2, 2020). Defendants service over 200 markets (or “territories”) across the country including

multiple territories located in the State of Illinois. See <https://gopuff.com/delivery/cities> (last accessed Oct. 2, 2020).

8. Within each territory, Defendants maintain and operate a warehouse facility that stores the “2,500+ products” it advertises for delivery to customers. See <https://gopuff.com/home/about-us> (last accessed Oct. 2, 2020). These 2,500+ products are shipped from across the country to each of Defendants’ warehouse facilities, including those located in the State of Illinois.

9. Defendants then pay workers to take products from Defendants’ local warehouses in the State of Illinois and provide on-demand deliveries to Defendants’ customers within that territory. These individuals shall be referred to as “Delivery Drivers.”

10. More than 40 individuals have worked as Delivery Drivers in the State of Illinois during the relevant statutory period.

11. The work of Delivery Drivers falls squarely within Defendants’ usual course of business. Indeed, Delivery Drivers are central to Defendants’ core business of “Daily essentials, delivered in minutes.” See <https://gopuff.com/home> (last accessed Sept. 29, 2020).

12. Defendants classify Delivery Drivers as non-employee independent contractors.

13. Plaintiff Kevin Nelson has been a Delivery Driver for Defendants based out of their Chicago, Illinois warehouse since approximately October 2018.

14. Plaintiff Aura Nelson was a Delivery Driver for Defendants based out of their Chicago, Illinois warehouse from approximately December 2019 until her

termination in October 2020.

15. Delivery Drivers use their own personal vehicles (such as automobiles and bicycles) to make deliveries for Defendants from Defendants' warehouses to customers within that territory.

16. Delivery Drivers regularly incur work-related expenses as part of their work for Defendants. These include, for example, expenses related to the acquisition, costs and maintenance of their mobile phone device and any necessary wireless data plan, in addition to vehicle maintenance, gas and insurance. Defendants do not reimburse Plaintiffs and other Delivery Drivers for such expenses, which are directly related to the work that Plaintiffs and other Delivery Drivers perform for Defendants.

17. Plaintiffs and other Delivery Drivers are required to sign up for blocks of time during which they are available to make deliveries for Defendants. These time blocks must be approved by the warehouse manager. Any deliveries that are made by Delivery Drivers are then tracked by Defendants.

18. If Plaintiffs and other Delivery Drivers miss 50% of their scheduled time blocks or are late to start, they are reprimanded or terminated. If a delivery goes over the assigned time block, Plaintiffs and other Delivery Drivers are not paid for that extra time.

19. In addition, upon arriving at their assigned warehouse, Plaintiffs and other Delivery Drivers are required by Defendants to help sort the merchandise and pick out the items which are assigned to them to deliver.

20. Plaintiffs and other Delivery Drivers regularly work over 40 hours per week. For example, Plaintiff Aura Nelson typically worked 65-80 hours a week including days lasting approximately 12 to 16 hours.

21. Defendants pay Delivery Drivers a flat amount for each delivery made. For example, Plaintiffs were each paid a flat amount of \$5.00 for each delivery.

22. However, Defendants did not pay Plaintiffs and other Delivery Drivers any extra overtime premium compensation for their overtime hours.

### **CLASS ACTION ALLEGATIONS**

23. Plaintiffs bring their claim under the IWPCA as a class action on behalf of themselves and all individuals who worked as Delivery Drivers for Defendants at any time between October 5, 2010 and the present in the State of Illinois (the “IWPCA Class”).

24. Plaintiffs bring their claim under the IMWL as a class action on behalf of themselves and all individuals who worked as Delivery Drivers for Defendants at any time between October 5, 2017 and the present in the State of Illinois (the “IMWL Class”).

25. This action is properly maintained as a class action pursuant to Pennsylvania Rules of Civil Procedure 1702, 1708, and 1709.

26. The proposed classes are so numerous that joinder of all individual members of each class is impracticable.

27. Defendants’ conduct with respect to Plaintiffs and members of the proposed classes raise questions of law and fact that are common to each class.

28. Plaintiffs’ claims and Defendants’ anticipated defenses are typical of the claims or defenses applicable to each member of the proposed classes.

29. Plaintiffs’ interests in pursuing this lawsuit are aligned with the interests of each member of the proposed classes.

30. Plaintiffs will fairly and adequately protect class members' interests because they and their experienced and well-financed counsel are free of any conflicts of interest and are prepared to vigorously litigate this action on behalf of the entire class.

31. A class action provides the fairest and most efficient method for adjudicating the legal claims of all members of the proposed classes.

**COUNT I**  
**Illinois Wage Payment and Collection Act**

32. All previous paragraphs are incorporated as though fully set forth herein.

33. At all relevant times, Plaintiffs and members of the proposed IWPCA class were "employees" of Defendants as defined by the IWPCA.

34. At all relevant times, Defendants were employers of Plaintiffs and the proposed IWPCA class as defined by the IWPCA.

35. The IWPCA, 820 Ill. Comp. Stat. 115/9.5, provides that employers "shall reimburse an employee for all necessary expenditures or losses incurred by the employee within the employee's scope of employment and directly related to services performed for the employer."

36. Defendants violated the IWPCA, 820 Ill. Comp. Stat. 115/9.5, by requiring Plaintiffs and other members of the IWPCA Class to bear business expenses that should have properly been borne by Defendants including, for example, the expenses identified in paragraph 16 supra.

37. Plaintiffs and the proposed IWPCA Class seek reimbursement for all expenses they were required to incur in the course of their work for Defendants during the relevant statutory period.



**COUNT II**  
**Illinois Minimum Wage Law**

38. All previous paragraphs are incorporated as though fully set forth herein.

39. Pursuant to 820 ILCS 105/4, no employer shall employ any of its employees for a workweek of more than 40 hours unless such employee receives compensation at a rate not less than 1 1/2 times the regular rate at which he/she is employed.

40. During all relevant times, Defendants were employers within the meaning of the IMWL, 820 ILCS 105/3.

41. During all relevant times, Plaintiffs and members of the IMWL Class were covered employees within the meaning of the IMWL, 820 ILCS 105/3

42. Defendants failed to compensate Plaintiffs and members of the IMWL Class at a rate of 1 1/2 times their regular compensation for hours worked in excess of 40 a week in violation of 820 ILCS 105/4.

43. Pursuant to 820 ILCS 105/12, Defendants are liable to Plaintiffs and the IMWL Class for their unpaid overtime compensation, attorneys' fees, costs, and damages of 2% of the amount of any such underpayments for each month following the date of payment during which the unpaid overtime wages remain unpaid.

**PRAYER FOR RELIEF**

**WHEREFORE**, Plaintiffs, on behalf of themselves and the class, seek the following relief: (A) class certification; (B) reimbursement for all work-related expenses; (C) unpaid overtime premium compensation for hours worked over 40 in a week; (D) all available penalties/statutory damages available under the IWPCA and IMWL; (E) pre-judgment interest; (F) litigation costs, expenses, and attorney's fees to the fullest extent

permitted under the law; and (G) any other relief the Court deems just and proper.

**JURY DEMAND**

Plaintiffs demand a jury trial as to all claims so triable.

Date: October 5, 2020



Peter Winebrake (PA Attorney No. 80496)  
R. Andrew Santillo (PA Attorney No. 93041)  
Mark J. Gottesfeld (PA Attorney No. 307752)  
Winebrake & Santillo, LLC  
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Shannon Liss-Riordan (*pro hac vice anticipated*)  
Olena Savytska (*pro hac vice anticipated*)  
LICHTEN & LISS-RIORDAN, P.C.  
729 Boylston Street, Ste. 2000  
Boston, MA 02116  
(617) 994 5800

*For Plaintiffs and the Putative Classes*

**VERIFICATION**

I, KEVIN NELSON, hereby state:

1. I am the plaintiff in this action;
2. I verify that the statements made in the Complaint are true and correct to the best of my knowledge information and belief; and
3. I understand that the statements in the Complaint are subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

Dated: 10/02/2020



Signature

**VERIFICATION**

I, AURA NELSON, hereby state:

1. I am the plaintiff in this action;
2. I verify that the statements made in the Complaint are true and correct to the best of my knowledge information and belief; and
3. I understand that the statements in the Complaint are subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

Dated: 10/02/2020

*Aura S. Nelson*

Signature

# **EXHIBIT B**

## Department of State: Division of Corporations

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How to Form a New Business Entity  
Certifications, Apostilles & Authentication of Documents

## Entity Details

## THIS IS NOT A STATEMENT OF GOOD STANDING

[File Number:](#) **5774192** [Incorporation Date / Formation Date:](#) **6/25/2015**  
(mm/dd/yyyy)

[Entity Name:](#) **GOBRANDS, INC.**

[Entity Kind:](#) **Corporation** [Entity Type:](#) **General**

[Residency:](#) **Domestic** State: **DELAWARE**

[REGISTERED AGENT INFORMATION](#)

Name: **CORPORATION SERVICE COMPANY**

Address: **251 LITTLE FALLS DRIVE**

City: **WILMINGTON** County: **New Castle**

State: **DE** Postal Code: **19808**

Phone: **302-636-5401**

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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# EXHIBIT C

## Department of State: Division of Corporations

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## Entity Details

**THIS IS NOT A STATEMENT OF GOOD STANDING**

**File Number:** 6429445 **Incorporation Date /** 5/31/2017  
**Formation Date:** (mm/dd/yyyy)

**Entity Name:** GB LOGISTICS, LLC

**Entity Kind:** Limited Liability Company **Entity Type:** General

**Residency:** Domestic **State:** DELAWARE

**REGISTERED AGENT INFORMATION**

**Name:** CORPORATION SERVICE COMPANY

**Address:** 251 LITTLE FALLS DRIVE

**City:** WILMINGTON **County:** New Castle

**State:** DE **Postal Code:** 19808

**Phone:** 302-636-5401

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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